

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567  
312-558-1000

TWX NUMBER  
910-221-1154  
TELECOPIER  
312-750-8600

529 FIFTH AVENUE  
NEW YORK, NEW YORK 10017-4608  
212-949-7075

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08875-6739  
201-563-2700

888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

SUSAN G. LICHTENFELD

November 8, 1991

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

1-316A003

17588

RECORDATION NO. FILED 1425

NOV 12 1991 10 45 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of November 7, 1991, from Leasing Consultants, Seller, to Citicorp Railmark, Inc., Buyer, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: Leasing Consultants  
535 North Michigan Avenue  
Suite 1914  
Chicago, Illinois 60611

Buyer: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A hereto.

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

16 NOV 26 01 21 1991

Mr. Sidney L. Strickland, Jr.  
November 8, 1991  
Page 2

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed documents:

Primary Document to be Recorded

Bill of Sale dated as of November 7, 1991 from Leasing Consultants, Seller, to Citicorp Railmark, Inc., Buyer, covering 46 100-ton gondola railcars listed therein.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:ed  
w/encl.

cc: James S. Archibald  
Robert W. Kleinman

Stamp  
Return

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EXHIBIT A

46 100-TON GONDOLA RAILCARS

Existing  
Car No.

DTI 9601  
DTI 9603  
DTI 9609  
DTI 9611  
DTI 9613  
DTI 9634  
DTI 9636  
DTI 9642  
DTI 9643  
DTI 9649  
DTI 9650  
DTI 9654  
DTI 9656  
DTI 9661  
DTI 9664  
DTI 9671

Existing  
Car No.

DTI 9673  
DTI 9676  
DTI 9677  
DTI 9679  
DTI 9686  
DTI 9694  
DTI 9700  
DTI 9703  
DTI 9712  
DTI 9716  
DTI 9722  
DTI 9723  
DTI 9731  
DTI 9732  
DTI 9736  
DTI 9743

Existing  
Car No.

DTI 9746  
DTI 9753  
DTI 9754  
DTI 9757  
DTI 9762  
DTI 9769  
DTI 9772  
DTI 9774  
DTI 9775  
DTI 9777  
DTI 9787  
DTI 9790  
DTI 9792  
DTI 9794

Mr. Sidney L. Strickland, Jr.  
November 8, 1991  
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Very truly yours,

  
Susan G. Lichtenfeld

SGL:ed  
w/encl.

cc: James S. Archibald  
Robert W. Kleinman

17588

RECEIVED BY ADK

NOV 12 1991 10 45 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Leasing Consultants, a sole proprietorship (the "Seller") does hereby sell, assign and transfer unto CITICORP RAILMARK, INC. ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Exhibit A (the "Equipment").

Seller hereby warrants that it has good and marketable title to the Equipment and that Seller's title thereto is free from all liens and encumbrances, other than liens or encumbrances created or incurred by Buyer. Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims. The description of the Equipment set forth in Exhibit A hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between Seller and Buyer dated as of October 31, 1991 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

Seller certifies that the representations and warranties of Seller contained in the Agreement are true and correct in all material respects on and as of the date hereof, as if made on and as of the date hereof.

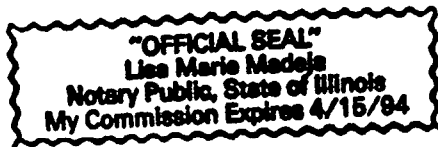
IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 7 day of November, 1991.

LEASING CONSULTANTS

By: Arthur Heim  
Arthur Heim, its sole proprietor

STATE OF ILLINOIS           )  
                                  ) SS.  
COUNTY OF COOK            )

On this 23 day of November, 1991, before me personally appeared Arthur Heim, to me personally known, who, being by me duly sworn, acknowledged before me that he is the sole proprietor of Leasing Consultants, and that the foregoing Bill of Sale was signed on behalf of said sole proprietorship by authority of its sole proprietor. Further, he acknowledged before me that the execution of the foregoing Bill of Sale was the free act and deed of said sole proprietorship.



Lisa Marie Madala  
Notary Public

[Notary Seal]

My commission expires:

**EXHIBIT A TO  
BILL OF SALE**

**46 100-TON GONDOLA RAILCARS**

<u>Existing Car No.</u>	<u>Existing Car No.</u>	<u>Existing Car No.</u>
DTI 9601	DTI 9673	DTI 9746
DTI 9603	DTI 9676	DTI 9753
DTI 9609	DTI 9677	DTI 9754
DTI 9611	DTI 9679	DTI 9757
DTI 9613	DTI 9686	DTI 9762
DTI 9634	DTI 9694	DTI 9769
DTI 9636	DTI 9700	DTI 9772
DTI 9642	DTI 9703	DTI 9774
DTI 9643	DTI 9712	DTI 9775
DTI 9649	DTI 9716	DTI 9777
DTI 9650	DTI 9722	DTI 9787
DTI 9654	DTI 9723	DTI 9790
DTI 9656	DTI 9731	DTI 9792
DTI 9661	DTI 9732	DTI 9794
DTI 9664	DTI 9736	
DTI 9671	DTI 9743	